Minutes
Future Traditions Foundation
June 23, 2018
Cecily Stewart's Home
2972 Foothill Rd

Board Members Present:
Stephen Kelly, Misa Kelly, Cecily Stewart, Trina Mannino

Quorum Present: Yes

President calls meeting to order at: 11:23

AGENDA

1. Approve minutes (5 minutes)
Volunteer reads minutes.
Board member moves to approve, someone seconds, vote.
Cecily sign minutes

2. Review of By-Laws and suggest amendments to the by-laws so they reflect our organizational style.

Invitation to each board member to comment on the Bylaws. Stephen and Misa offer the following for our reflection:

(3 minutes) Stephen

Review Section 6 re "interested directors". Since we are required to have a majority of non "interested directors" we need to know who has received compensation in the last 12 months? If three people have, we must maintain at least four others on the board who have not.

Also, we should review the Bylaws to be sure that we comply with the procedures to approve any payments made to people who are directors.

Clarify that amendments to the Bylaws be integrated by the secretary, and saved as "Bylaws dated…"

(3 minutes) Misa
Objectives and Purposes:
Add the term scientific to section c.
Section 6:
This section needs research. Nobody is paid for "Board Duties", or Executive Director/Management duties, but some on the Board are artists and we are paid for creative activities.

Section 7:

Meetings are supposed to occur at Foundation headquarters. If not, this needs to be approved by the board and should be reflected in our minutes.

Section 8:
Regular meetings
We are presently unable to coordinate meeting the designated time, suggest amending by-laws to reflect our organic style.

(3 minutes) Trina
(3 minutes) Cecily

(15 minutes general dialogue)

(30 minutes or less) Opportunity for motions to amend bylaws: Cecily, Trina, Misa, Stephen; with discussion following each individual motion.
3. Annual vote for members (5 minutes)
President: current – Stephen
Vice President: current - Gerry
Secretary – current - Cecily
Treasurer – Secretary – Misa
Members of the Board: Kaita and Anaya

4. Other items of business (20 minutes or less)

5. Motion to adjourn

1. Stephen reads minutes from 5/27/18
Trina moved to approve, Misa seconds, all say aye, Cecily signs minutes
Stephen reads minutes from second meeting on 5/27/18
Stephen moves to approve these minutes, Trina seconds, all say aye.

2. Stephen brings up amending bylaws, Misa points out that it is natural to amend bylaws as organization evolves, Stephen brings out egg timer to keep meeting on track and suggests procedural process
a. Stephen brings up "interested directors" from section 6. Stephen and Misa should be viewed as interested directors, as well as Trina as they have been compensated in the last 12 months.
b. Misa notes how many objectives and purposes have been accomplished and are relevant. Would like to add "scientific research" to Article 2, Section 1: item C. Misa would like to amend the bylaws to separate board duties (uncompensated) with work that board members do as artists (compensated), would like to amend that the time and meeting place can be fluid, a location and time that is beneficial and convenient for all bicoastal members. Misa suggests having 1 annual meeting with additional special meetings as needed. Misa requests legal research on the topics of interested board members and
c. Trina chimes in to appreciate what she is learning by being on the board, agrees with Misa about fluidity and Skype. Can we do board meetings outside of the state of California?
d. Misa and Stephen agree that as an international organization, location is not a problem when outside of California.
e. Discussion about devising shifts in board membership, ie. Kaita and Anaya's roles in the organization, and how to move forward with transitions. Suggestion of thank you cards for resigned board members and asking for feedback on transitions. This could be motivation for updating the website.

3. Discussion of how to move forward analyzing and changing bylaws.
a. Misa reads Article 2: Purposes Section 1, Trina suggests adding integrating technology into purposes, Misa suggests including a statement about how our arts organization interacts with difference sectors of society.

4. Reading of Bylaws – Article 1-
a. Misa suggests in Article 2, Section 3, e. adding email

b. Misa would like to amend Article 2, Section 4 – board term length
c. In Section 5 Compensation, Misa suggests delineating different types of "work" and compensation vs. volunteer duties, ie. artists work vs. executive work – need identified to develop language and do research for people that serve more than 1 role in organization
d. do research to see if 1 meeting per year plus special meetings can replace 3 per year (Article 2, Purposes, Section 8 and 9)

5. Motions and amendments
   a. Stephen moves that Article 3, Section 7, is changed to include email as a mode of written consent. Cecily seconds, all approve.
   b. Stephen moves to change Article 3, Section 8: Remove specific dates and times fur annual meeting and remove requirement for 3 meetings per year. Section should state that there will be a minimum of 1 meeting called the annual meeting as such time and place as requested by one of the officers and approved by email by the majority of the board. Misa seconds, all approve.
   c. Trina moves that in Article 2 Purposes, Section c should be amended to "Psychological, Sociological, Technological, Scientific, and Economic research with regards to the benefits derived from support of the arts followed by educational dissemination of information. Stephen seconds, all approve.
   d. Issues remaining: Electing and de-selecting board members, Misa's new clause, research on interested directors.
   e. Stephen moves that the President begins the process of drafting a letter of thanks for Kaita and Anaya for their service as board members and accepting their resignation effective today, with gratitude for all their contributions. Misa seconds, no discussion, all approve.
   f. Stephen moves that we agree to schedule another board meeting within 4 months to discuss and elect 2 new board members. Stephen will facilitate a discussion in the interim about what type of candidate as well as specific names. Cecily seconds, all approve.
   g. Misa suggests getting the agenda out sooner via email in future.
   h. Misa moves that Stephen stays as president, Trina seconds, all approve.
   i. Misa moves that Trina serve as vice president, Stephen seconds, all approve.
   j. Stephen moves that Misa be elected as treasurer of foundation and member of the board, Trina seconds, all approve.
   k. Stephen moves that Cecily become secretary and member of the board, Trina seconds, all approve.
   l. Stephen moves that current membership of the board be Gerry, Cecily, Misa, Trina, and Stephen. Trina seconds, all approved.
   m. Cecily moves that meeting adjourned, Stephen seconds, all approve.

Meeting is adjourned at 1:08pm.

Dated:

Signed: